

SOLOMON & CRAMER LLP
1441 BROADWAY, STE. 6026
NEW YORK, NEW YORK 10018
(212)884-9102

SAMUEL R. MAIZEL (SBN 189301)
TANIA M. MOYRON (SBN 235736)
ARTHUR H. RUEGGER (Admitted Pro Hac Vice)
DENTONS US LLP
601 South Figueroa Street, Suite 2500
Los Angeles, California 90017-5704
Telephone: (213) 623-9300; Facsimile: (213) 623-9924
Email : samuel.maizel@dentons.com; tania.moyron@dentons.com

ANDREW T. SOLOMON (Admitted Pro Hac Vice)
SOLOMON & CRAMER LLP
1441 Broadway, Ste. 6026
New York, NY 10018
Tel: (212) 884-9102
Email: asolomon@solomoncramer.com

Attorneys for Trustee and Trust Board

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
SAN FERNANDO VALLEY DIVISION**

In re:
ICPW Liquidation Corporation, a California
corporation,¹
Debtor and Debtor in Possession.

Lead Case No.: 1:17-bk-12408-MB
Jointly administered with:
1:17-bk-12409-MB Chapter 11 Cases

STIPULATION OF SETTLEMENT

[RELATES TO DOCKET NOS. 438 & 551]

In re:
ICPW Liquidation Corporation, a Nevada
corporation,²
Debtor and Debtor in Possession.

Affects:

- ☒ Both Debtors
- ☐ ICPW Liquidation Corporation, a California corporation
- ☐ ICPW Liquidation Corporation, a Nevada corporation

¹ Formerly known as Ironclad Performance Wear Corporation, a California corporation ("ICPW CA").

² Formerly known as Ironclad Performance Wear Corporation, a Nevada corporation ("ICPW NV;" and together with ICPW CA, "ICPW").

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RECITALS

WHEREAS, on April 23, 2018, the Court approved a *Stipulation on Motion to Estimate Claims Nos. 7 and 8 filed by Jeffrey Cordes and William Aisenberg Pursuant to 11 U.S.C. § 502(C)* [Docket No. 551] (the “Stipulation”) between Matthew Pliskin (the “Trustee”), the trustee under the trust (the “Trust”) created pursuant to the *Debtors and Official Committee of Equity Security Holders Joint Plan of Liquidation Dated February 9, 2018* (the “Plan”), and that certain trust agreement dated as of February 28, 2018, on the one hand, and QBE Insurance Corporation, Jeffrey Cordes, and William Aisenberg, on the other (the “Claimants”);

WHEREAS, pursuant to the Stipulation, the Trustee reserved the amount of \$546,313.50 (the “Funds”) in a segregated interest-bearing account (the “Reserve”) until further order by the Court for the disputed claims asserted by QBE Insurance Corporation, Jeffrey Cordes, and William Aisenberg (the “Claims”);

WHEREAS, the parties to the Stipulation have settled their dispute in the pending arbitration proceedings as follows: a mutual release of claims, dismissal of all pending claims in this Bankruptcy Action and in the various arbitrations, no admission of liability, and a payment to the Trustee for the benefit of the Trust of \$2,400,000 of which \$250,000 shall be deemed satisfied through a release of the funds held in Reserve (the “Settlement”). Pursuant to the Settlement, the Claimants have consented to the release and discharge of the Reserve.

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED:

1. The Trustee’s obligation to reserve the Funds is discharged and, thus, the Trustee is no longer required to hold the Funds in the Account;

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NEW YORK, NEW YORK 10018
(212)884-9102

- 1 2. The Claims asserted by the Claimants against ICPW are hereby dismissed with
2 prejudice and Claims Nos.7 and 8 are hereby deemed withdrawn;
3
4 3. The Trustee's claims against the Claimants asserted in the Complaint in Adversary
5 Proceeding No. 1:18-ap-01011-MB are hereby dismissed with prejudice.
6

7 William M. Aisenberg and Jeffrey Cordes
8 By their counsel of record
9 FOLEY GARDERE
10 FOLEY & LARDNER LLP

The Trustee and the Trust Board
By their counsel of record
SOLOMON & CRAMER LLP

11 By: _____
12 Todd A. Murray
13 Shiva Delrahim Beck

By: _____
Andrew T. Solomon

14 The Trustee and the Trust Board
15 By their counsel of record
16 DENTONS US LLP

QBE Insurance Corporation
By their counsel of record
FORAN GLENNON PALANDECH PONZI &
RUDLOFF PC

17 By: /s/Tania Moyron
18 Samuel R. Maizel
19 Tania Moyron

By: _____
Susan N.K. Gummow

SOLOMON & CRAMER LLP
1441 BROADWAY, STE. 6026
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QBE Insurance Corporation
By their counsel of record
FORAN GLENNON PALANDECH PONZI &
RUDLOFF PC

By: Susan N.K. Gummow
Susan N.K. Gummow

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is 601 South Figueroa Street, Suite 2500, Los Angeles, CA 90017:

A true and correct copy of the document entitled (*specify*): **STIPULATION OF SETTLEMENT** will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the document will be served by the court via NEF and hyperlink to the document. On (*date*) **August 2, 2019**, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

- Destiny N Almogue destiny.almogue@skadden.com, candice.spoon@skadden.com
- Shiva D Beck sbeck@foley.com, jcharrison@foley.com
- Ron Bender rb@lnbyb.com
- Cathrine M Castaldi ccastaldi@brownrudnick.com
- Lisa R Chandler lisa.chandler@ipfs.com
- Russell Clementson russell.clementson@usdoj.gov
- Aaron S Craig acraig@kslaw.com, lperry@kslaw.com
- Natalie B. Dagbandan natalie.dagbandan@bryancave.com,
raul.morales@bryancave.com;theresa.macaulay@bryancave.com
- Steven M Gluck sgluck@juno.com
- Matthew A Gold courts@argopartners.net
- Monica Y Kim myk@lnbrb.com, myk@ecf.inforuptcy.com
- Jeffrey A Krieger jkrieger@ggfirm.com,
kwoodson@greenbergglusker.com;calendar@greenbergglusker.com;jking@greenbergglusker.com
- Samuel R Maizel samuel.maizel@dentons.com,
alicia.aguilar@dentons.com;docket.general.lit.LOS@dentons.com;tania.moyron@dentons.com;kathryn.howard@
dentons.com
- Krikor J Meshefejian kjm@lnbrb.com
- Tania M Moyron tania.moyron@dentons.com, chris.omeara@dentons.com
- S Margaux Ross margaux.ross@usdoj.gov
- Thomas C Scannell tscannell@gardere.com, acordero@gardere.com
- Susan K Seflin sseflin@brutzkugubner.com
- Arjun Sivakumar asivakumar@brownrudnick.com
- Andrew T Solomon asolomon@solomoncramer.com
- John M Stern john.stern@oag.texas.gov, bk-mbecker@oag.texas.gov
- United States Trustee (SV) ustpregion16.wh.ecf@usdoj.gov
- Sharon Z. Weiss sharon.weiss@bclplaw.com, raul.morales@bclplaw.com
- Douglas Wolfe dwolfe@asmcapital.com

☐ Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On (*date*) **August 2, 2019**, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☒ Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (*state method for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) **August 2, 2019**, I served the

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

BY PERSONAL DELIVERY

Hon. Martin R. Barash
US Bankruptcy Court
Central District of California
21041 Burbank Blvd., Suite 342/Ctrm. 303
Woodland Hills, CA 91367

☒ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

August 2, 2019 Christina O'Meara
Date *Printed Name*

/s/Christina O'Meara
Signature

SERVED BY U.S. MAIL:

<u>Secured Creditor</u> Radian Wareham Holding, Inc. Attn: Mike Tutor, CEO 5305 Distriplex Farms Memphis, TN 38141	<u>Counsel to Radian Wareham Holdings</u> E. Franklin Childress, Jr. Baker, Donelson, Bearman, Caldwell & Berkowitz, PC 165 Madison Ave, Suite 2000 Memphis, Tennessee 38103	U.S. Securities and Exchange Commission Attn: Bankruptcy Counsel 444 South Flower Street, Suite 900 Los Angeles, CA 90071-9591
CRG Financial LLC 100 Union Avenue Cresskill, NJ 07626		
<u>Governmental Agencies</u>		
Internal Revenue Service P.O. Box 7346 Philadelphia, PA 19101-7346	Franchise Tax Board Bankruptcy Section, MS: A-340 P.O. Box 2952 Sacramento, CA 95812-2952	State Board of Equalization Account Information Group, MIC: 29 P.O. Box 942879 Sacramento, CA 94279-0029
Employment Development Dept. Bankruptcy Group MIC 92E P.O. Box 826880 Sacramento, CA 94280-0001	Office of Unemployment Compensation Tax Services Department of Labor and Industry Commonwealth of Pennsylvania 651 Boas Street, Room 702 Harrisburg, PA 17121	US Department of Justice Office of the Attorney General of the US 950 Pennsylvania Avenue, NW Washington, DC 20530-0001
United States Attorney's Office Central District of California 312 North Spring Street, Suite 1200 Los Angeles, CA 90012	Wendi A. Horwitz Deputy Attorney General Department of Justice Office of the Attorney General 300 South Spring Street, Suite 1702 Los Angeles, CA 90013	Office of the Attorney General Consumer Law Section Attn: Bankruptcy Notices 455 Golden Gate Ave., Suite 11000 San Francisco, CA 94102
Xavier Baccera Attorney General of California California Department of Justice 1300 "I" Street Sacramento, CA 95814	California State Board of Pharmacy 1625 North Market Boulevard Sacramento, CA 95834	Department of Justice Office of the CA Attorney General 300 South Spring Street, Floor 9 Los Angeles, CA 90013
Kenneth Wang Department of Justice Office of the CA Attorney General 300 South Spring Street Los Angeles, CA 90013	Internal Revenue Service 300 North Los Angeles Street Los Angeles, CA 90012	State of California Franchise Tax Board 300 South Spring Street, #5704 Los Angeles, CA 90013
Employment Development Dept. 722 Capitol Mall Sacramento, CA 95814	Internal Revenue Service 600 Arch Street Philadelphia, PA 19101	California Secretary of State 1500 11 th Street Sacramento, CA 95814
Securities and Exchange Commission 200 Vesey Street, #400 New York, NY 10281		

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<u>Trust Board - SERVED BY EMAIL</u>		
Patrick W. O'Brien 301 Whitmore Lane Lake Forest, IL 60045-4707 Email: obrien.pat@me.com	Ronald Chez 1524 N. Astor Street Chicago, IL 60610 Email: rlchez@rcn.com	Scott Jarus 938 Duncan Avenue Manhattan Beach, CA 90266 Email: scott.jarus@verizon.net
<u>Trustee - SERVED BY EMAIL</u>		
Matthew Pliskin 2718 West Terrace Drive Tampa, Florida 33609 Email: matthew@icpwliquidation.com		